

#13  
15249-E

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN OHIO  
\* ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

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OF COUNSEL  
URBAN A. LESTER

CABLE ADDRESS  
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RECORDATION 15249-E  
FILED 1989

JAN 10 1989 12:20 PM January 10, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies (one original and one photocopy) of a Termination Agreement and Release dated as of December 8, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to three (3) Leases of Railroad Equipment each dated as of February 25, 1987, which were duly filed and recorded on June 25, 1987 and assigned Recordation Numbers 15249-A, 15249-B and 15249-D. *Partial Release*

The names and addresses of the parties to the enclosed document are:

The Connecticut Bank and Trust Company, National Association, as owner-trustee for Chase Manhattan Service Corporation  
One Constitution Plaza  
Hartford, Connecticut 06115

Maryland and Pennsylvania Railroad Company  
1 West Market Street  
York, Pennsylvania 17401

A description of the railroad equipment covered by the enclosed document is set forth in Exhibits A, B and C attached hereto and made a part hereof, which relate to Recordation Numbers 15249-A, 15249-B and 15249-D, respectively.

No. 8-010A041

Date .....

Fee \$ 13.00

ICC Work

*BAC*

Ms. Noreta R. McGee  
Secretary  
Intertate Commerce Commission  
January 10, 1989


Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Termination Agreement and Release dated as of December 8, 1988 between Connecticut Bank and Trust Company, National Association, as owner-trustee for Chase Manhattan Service Corporation, and Maryland and Pennsylvania Railroad Company, covering railroad equipment subject to Recordation Numbers 15249-A, 15249-B and 15249-D.

Very truly yours,

  
Charles T. Kappler

Enclosures

EXHIBIT A

INIT	NUMBER	TRANSA	INIT	NUMBER	TRANSA
RPA	31035	CNS	RPA	39905	CNS
RPA	31055	CNS	RPA	39906	CNS
RPA	31079	CNS	RPA	39909	CNS
RPA	37826	CNS	RPA	39910	CNS
RPA	37827	CNS	RPA	39911	CNS
RPA	37829	CNS	RPA	39912	CNS
RPA	37831	CNS	RPA	39914	CNS
RPA	37832	CNS	RPA	39915	CNS
RPA	37833	CNS	RPA	39918	CNS
RPA	37835	CNS	RPA	39919	CNS
RPA	37836	CNS	RPA	39920	CNS
RPA	37837	CNS	RPA	39922	CNS
RPA	37839	CNS	RPA	39923	CNS
RPA	37840	CNS	RPA	39928	CNS
RPA	37842	CNS	RPA	39929	CNS
RPA	37843	CNS	RPA	39945	CNS
RPA	37847	CNS	RPA	39946	CNS
RPA	37876	CNS	RPA	39948	CNS
RPA	37878	CNS	RPA	39949	CNS
RPA	37881	CNS	RPA	39950	CNS
RPA	37885	CNS	RPA	39952	CNS
RPA	37887	CNS	RPA	39953	CNS
RPA	37888	CNS	RPA	39954	CNS
RPA	37891	CNS	RPA	39955	CNS
RPA	37892	CNS	RPA	39957	CNS
RPA	37894	CNS	RPA	39966	CNS
RPA	37895	CNS	RPA	39968	CNS
RPA	37900	CNS	RPA	39981	CNS
RPA	37915	CNS	RPA	39982	CNS
RPA	37917	CNS	RPA	39983	CNS
RPA	37920	CNS	RPA	39984	CNS
RPA	37924	CNS	RPA	39985	CNS
RPA	39881	CNS	RPA	39986	CNS
RPA	39883	CNS	RPA	39970	CNS
RPA	39885	CNS	RPA	39972	CNS
RPA	39887	CNS	RPA	39973	CNS
RPA	39890	CNS	RPA	39975	CNS
RPA	39892	CNS	RPA	39976	CNS
RPA	39893	CNS	RPA	39977	CNS
RPA	39894	CNS	RPA	39978	CNS
RPA	39896	CNS	RPA	39979	CNS
RPA	39897	CNS	RPA	39981	CNS
RPA	39898	CNS	RPA	39983	CNS
RPA	39899	CNS	RPA	39984	CNS
RPA	39900	CNS	RPA	39987	CNS
RPA	39902	CNS	RPA	39991	CNS
RPA	39903	CNS	RPA	39999	CNS

TOTAL = 94 Boxcars

# EXHIBIT B

INIT	NUMBER	TRANSA	INIT	NUMBER	TRANSA	INIT	NUMBER	TRANSA
RPA	31000	SCL1	RPA	31057	SCL1	RPA	37922	SCL1
RPA	31001	SCL1	RPA	31058	SCL1	RPA	37925	SCL1
RPA	31002	SCL1	RPA	31059	SCL1	RPA	37882	SCL1
RPA	31003	SCL1	RPA	31060	SCL1	RPA	37884	SCL1
RPA	31004	SCL1	RPA	31061	SCL1	RPA	37888	SCL1
RPA	31005	SCL1	RPA	31062	SCL1	RPA	37889	SCL1
RPA	31006	SCL1	RPA	31063	SCL1	RPA	37891	SCL1
RPA	31007	SCL1	RPA	31064	SCL1	RPA	37901	SCL1
RPA	31008	SCL1	RPA	31065	SCL1	RPA	37904	SCL1
RPA	31009	SCL1	RPA	31066	SCL1	RPA	37908	SCL1
RPA	31010	SCL1	RPA	31067	SCL1	RPA	37913	SCL1
RPA	31011	SCL1	RPA	31068	SCL1	RPA	37916	SCL1
RPA	31012	SCL1	RPA	31069	SCL1	RPA	37917	SCL1
RPA	31013	SCL1	RPA	31070	SCL1	RPA	37924	SCL1
RPA	31014	SCL1	RPA	31071	SCL1	RPA	37925	SCL1
RPA	31015	SCL1	RPA	31072	SCL1	RPA	37927	SCL1
RPA	31016	SCL1	RPA	31073	SCL1	RPA	37947	SCL1
RPA	31017	SCL1	RPA	31074	SCL1	RPA	37951	SCL1
RPA	31018	SCL1	RPA	31075	SCL1	RPA	37955	SCL1
RPA	31019	SCL1	RPA	31076	SCL1	RPA	37959	SCL1
RPA	31020	SCL1	RPA	31077	SCL1	RPA	37968	SCL1
RPA	31021	SCL1	RPA	31078	SCL1	RPA	37971	SCL1
RPA	31022	SCL1	RPA	31080	SCL1	RPA	37974	SCL1
RPA	31023	SCL1	RPA	31081	SCL1	RPA	37980	SCL1
RPA	31024	SCL1	RPA	31082	SCL1	RPA	37985	SCL1
RPA	31025	SCL1	RPA	31083	SCL1	RPA	37986	SCL1
RPA	31026	SCL1	RPA	31084	SCL1	RPA	37988	SCL1
RPA	31027	SCL1	RPA	31085	SCL1	RPA	37994	SCL1
RPA	31028	SCL1	RPA	31086	SCL1	RPA	37995	SCL1
RPA	31029	SCL1	RPA	31087	SCL1	RPA	37996	SCL1
RPA	31030	SCL1	RPA	31088	SCL1	RPA	37997	SCL1
RPA	31031	SCL1	RPA	31089	SCL1	RPA	37998	SCL1
RPA	31032	SCL1	RPA	31090	SCL1	SBD	140977	SCL1
RPA	31033	SCL1	RPA	31091	SCL1	SBD	140978	SCL1
RPA	31034	SCL1	RPA	31092	SCL1	SBD	140979	SCL1
RPA	31036	SCL1	RPA	31093	SCL1	SBD	140980	SCL1
RPA	31037	SCL1	RPA	31094	SCL1			
RPA	31038	SCL1	RPA	31095	SCL1			
RPA	31039	SCL1	RPA	31096	SCL1			
RPA	31040	SCL1	RPA	31097	SCL1			
RPA	31041	SCL1	RPA	31098	SCL1			
RPA	31042	SCL1	RPA	31099	SCL1			
RPA	31043	SCL1	RPA	37834	SCL1			
RPA	31044	SCL1	RPA	37838	SCL1			
RPA	31045	SCL1	RPA	37845	SCL1			
RPA	31046	SCL1	RPA	37846	SCL1			
RPA	31047	SCL1	RPA	37849	SCL1			
RPA	31048	SCL1	RPA	37850	SCL1			
RPA	31049	SCL1	RPA	37859	SCL1			
RPA	31050	SCL1	RPA	37862	SCL1			
RPA	31051	SCL1	RPA	37867	SCL1			
RPA	31052	SCL1	RPA	37896	SCL1			
RPA	31053	SCL1	RPA	37897	SCL1			
RPA	31054	SCL1	RPA	37898	SCL1			
RPA	31055	SCL1	RPA	37901	SCL1			

TOTAL = 147 Boxcars

EXHIBIT C

Thirteen (13) boxcars bearing reporting marks as follows:

MPA-37830  
MPA-37844  
MPA-37848  
MPA-37880  
MPA-37893  
MPA-37914  
MPA-37921  
MPA-37923  
MPA-39967  
MPA-39982  
MPA-39990  
MPA-39992  
MPA-39993

TOTAL = 13 Cars

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/10/88

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington D.C. 20423

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/89 at 12:20pm, and assigned recordation number(s). 15249-E.

Sincerely yours,

*Nesta L. McGee*  
Secretary

Enclosure(s)

TERMINATION AGREEMENT AND RELEASE

RECORDATION NO. 15249-E

JAN 10 1989 12 20 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the Connecticut Bank and Trust Company, National Association, a national banking association with an office at One Constitution Plaza, Hartford, Connecticut 06115, not in its individual capacity but solely as owner-trustee ("CBT") under two trust agreements dated December 18, 1979 and January 21, 1980, between CBT and Chase Manhattan Service Corporation, and the Maryland and Pennsylvania Railroad Company, a Maryland and Pennsylvania corporation whose address is 1 West Market Street, York, Pennsylvania 17401 ("M&P"), are parties to a Lease of Railroad Equipment (the "First Lease") dated as of February 25, 1987, covering ninety-four (94) boxcars bearing road numbers listed on Exhibit A attached hereto and made a part hereof;

WHEREAS, the First Lease was filed with the Interstate Commerce Commission (the "ICC") on June 25, 1987 and bears Recordation No. 15249-A;

WHEREAS, the First Lease was replaced with a Lease of Railroad Equipment dated as of January 4, 1988 between CBT and M&P which was filed with the ICC on March 21, 1988 and bears Recordation No. 15540-C;

WHEREAS, CBT and M&P are parties to a Lease of Railroad Equipment (the "Second Lease") dated as of February 25, 1987, covering one hundred forty-seven (147) boxcars bearing road numbers listed on Exhibit B attached hereto and made a part hereof;

WHEREAS, the Second Lease was filed with the ICC on June 25, 1987 and bears Recordation No. 15249-B;

WHEREAS, the Second Lease was replaced with a Lease of Railroad Equipment dated as of December 4, 1987 between CBT and M&P which was filed with the ICC on April 19, 1988 and bears Recordation No. 15584;

WHEREAS, CBT and M&P are parties to a Lease of Railroad Equipment (the "Third Lease") dated as of February 25, 1987, covering thirteen (13) boxcars bearing road numbers listed on Exhibit C attached hereto and made a part hereof;

WHEREAS, the Third Lease was filed with the ICC on June 25, 1987 and bears Recordation No. 15249-D;

WHEREAS, the Third Lease was replaced with a Lease of Railroad Equipment dated as of December 11, 1987 between CBT and M&P which was filed with the ICC on March 7, 1988 and bears Recordation No. 15520-A; and

WHEREAS, CBT and M&P desire to terminate the First Lease, the Second Lease and the Third Lease and release the liens created thereby;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree:

1. Termination. The First Lease, the Second Lease and the Third Lease are terminated and the cars as listed on Exhibits A, B and C are released from the liens created thereunder.

2. Filing. The parties consent to the filing of this Termination and Release and any other necessary documents with



the Interstate Commerce Commission (and, if necessary, with any other regulatory or governmental entity) to effect a release of these liens of record existing against the Cars.

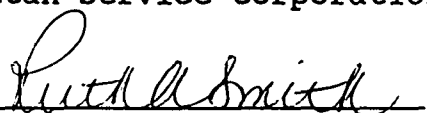
3. Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 8th day of December, 1988.

WITNESS:

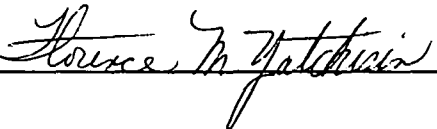
THE CONNECTICUT BANK AND TRUST  
COMPANY, NATIONAL ASSOCIATION,  
as owner-trustee for Chase  
Manhattan Service Corporation

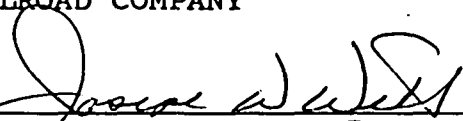
By: 

By:   
Title: Assistant Secretary

WITNESS:

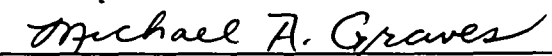
MARYLAND AND PENNSYLVANIA  
RAILROAD COMPANY

By: 

By:   
Title: CONTROLLER / SECRETARY

CONSENTED TO:


CITICORP NORTH AMERICA, INC.

By:   
Title: VP

STATE OF CONNECTICUT )  
COUNTY OF HARTFORD ) ss.

On this 19<sup>th</sup> day of December, 1988, before me personally appeared, RUTH A. SMITH, to me personally known, who being by me duly sworn, says that (s)he is the Assistant Secretary of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

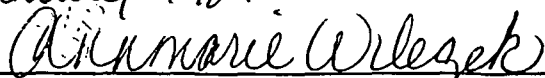
Sworn to and Subscribed  
before me this 19<sup>TH</sup> day of  
December, 1988.

  
Notary Public  
DAWN PICCOLI HEINTZ  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1992

STATE OF Pennsylvania )  
COUNTY OF York ) ss.

On this 4<sup>th</sup> day of January, 1988<sup>9</sup>, before me personally appeared, Joseph W. Wiles, to me personally known, who being by me duly sworn, says that (s)he is the Controller/Secretary of the MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed  
before me this 4<sup>th</sup> day of  
January, 1988<sup>9</sup>

  
Notary Public

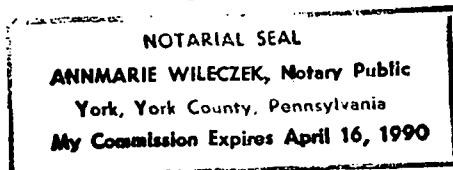


EXHIBIT A

INIT	NUMBER	TRANSA	INIT	NUMBER	TRANSA
RPA	31035	CMS	RPA	39905	CMS
RPA	31055	CMS	RPA	39906	CMS
RPA	31079	CMS	RPA	39909	CMS
RPA	37826	CMS	RPA	39910	CMS
RPA	37827	CMS	RPA	39911	CMS
RPA	37829	CMS	RPA	39912	CMS
RPA	37831	CMS	RPA	39914	CMS
RPA	37832	CMS	RPA	39915	CMS
RPA	37833	CMS	RPA	39918	CMS
RPA	37835	CMS	RPA	39919	CMS
RPA	37836	CMS	RPA	39920	CMS
RPA	37837	CMS	RPA	39922	CMS
RPA	37839	CMS	RPA	39923	CMS
RPA	37840	CMS	RPA	39928	CMS
RPA	37842	CMS	RPA	39929	CMS
RPA	37843	CMS	RPA	39945	CMS
RPA	37847	CMS	RPA	39946	CMS
RPA	37876	CMS	RPA	39948	CMS
RPA	37876	CMS	RPA	39949	CMS
RPA	37881	CMS	RPA	39950	CMS
RPA	37885	CMS	RPA	39952	CMS
RPA	37887	CMS	RPA	39953	CMS
RPA	37888	CMS	RPA	39954	CMS
RPA	37891	CMS	RPA	39955	CMS
RPA	37892	CMS	RPA	39957	CMS
RPA	37894	CMS	RPA	39956	CMS
RPA	37895	CMS	RPA	39960	CMS
RPA	37900	CMS	RPA	39961	CMS
RPA	37915	CMS	RPA	39962	CMS
RPA	37917	CMS	RPA	39963	CMS
RPA	37920	CMS	RPA	39964	CMS
RPA	37924	CMS	RPA	39965	CMS
RPA	39881	CMS	RPA	39966	CMS
RPA	39883	CMS	RPA	39970	CMS
RPA	39885	CMS	RPA	39972	CMS
RPA	39887	CMS	RPA	39973	CMS
RPA	39890	CMS	RPA	39975	CMS
RPA	39892	CMS	RPA	39976	CMS
RPA	39893	CMS	RPA	39977	CMS
RPA	39894	CMS	RPA	39978	CMS
RPA	39896	CMS	RPA	39979	CMS
RPA	39897	CMS	RPA	39981	CMS
RPA	39898	CMS	RPA	39983	CMS
RPA	39899	CMS	RPA	39984	CMS
RPA	39900	CMS	RPA	39987	CMS
RPA	39902	CMS	RPA	39991	CMS
RPA	39903	CMS	RPA	39999	CMS

TOTAL = 94 Boxcars

# EXHIBIT B

INIT	NUMBER	TRANSA	INIT	NUMBER	TRANSA	INIT	NUMBER	TRANSA
RPA	31000	SCL1	RPA	31057	SCL1	RPA	37922	SCL1
RPA	31001	SCL1	RPA	31058	SCL1	RPA	37925	SCL1
RPA	31002	SCL1	RPA	31059	SCL1	RPA	37882	SCL1
RPA	31003	SCL1	RPA	31060	SCL1	RPA	37884	SCL1
RPA	31004	SCL1	RPA	31061	SCL1	RPA	37888	SCL1
RPA	31005	SCL1	RPA	31062	SCL1	RPA	37889	SCL1
RPA	31006	SCL1	RPA	31063	SCL1	RPA	37891	SCL1
RPA	31007	SCL1	RPA	31064	SCL1	RPA	37901	SCL1
RPA	31008	SCL1	RPA	31065	SCL1	RPA	37904	SCL1
RPA	31009	SCL1	RPA	31066	SCL1	RPA	37908	SCL1
RPA	31010	SCL1	RPA	31067	SCL1	RPA	37913	SCL1
RPA	31011	SCL1	RPA	31068	SCL1	RPA	37916	SCL1
RPA	31012	SCL1	RPA	31069	SCL1	RPA	37917	SCL1
RPA	31013	SCL1	RPA	31070	SCL1	RPA	37924	SCL1
RPA	31014	SCL1	RPA	31071	SCL1	RPA	37925	SCL1
RPA	31015	SCL1	RPA	31072	SCL1	RPA	37927	SCL1
RPA	31016	SCL1	RPA	31073	SCL1	RPA	37947	SCL1
RPA	31017	SCL1	RPA	31074	SCL1	RPA	37951	SCL1
RPA	31018	SCL1	RPA	31075	SCL1	RPA	37954	SCL1
RPA	31019	SCL1	RPA	31076	SCL1	RPA	37959	SCL1
RPA	31020	SCL1	RPA	31077	SCL1	RPA	37968	SCL1
RPA	31021	SCL1	RPA	31078	SCL1	RPA	37971	SCL1
RPA	31022	SCL1	RPA	31080	SCL1	RPA	37974	SCL1
RPA	31023	SCL1	RPA	31081	SCL1	RPA	37980	SCL1
RPA	31024	SCL1	RPA	31082	SCL1	RPA	37985	SCL1
RPA	31025	SCL1	RPA	31083	SCL1	RPA	37986	SCL1
RPA	31026	SCL1	RPA	31084	SCL1	RPA	37988	SCL1
RPA	31027	SCL1	RPA	31085	SCL1	RPA	37994	SCL1
RPA	31028	SCL1	RPA	31086	SCL1	RPA	37995	SCL1
RPA	31029	SCL1	RPA	31087	SCL1	RPA	37996	SCL1
RPA	31030	SCL1	RPA	31088	SCL1	RPA	37997	SCL1
RPA	31031	SCL1	RPA	31089	SCL1	RPA	37998	SCL1
RPA	31032	SCL1	RPA	31090	SCL1	SBD	140977	SCL1
RPA	31033	SCL1	RPA	31091	SCL1	SBD	140978	SCL1
RPA	31034	SCL1	RPA	31092	SCL1	SBD	140979	SCL1
RPA	31036	SCL1	RPA	31093	SCL1	SBD	140980	SCL1
RPA	31037	SCL1	RPA	31094	SCL1			
RPA	31038	SCL1	RPA	31095	SCL1			
RPA	31039	SCL1	RPA	31096	SCL1			
RPA	31040	SCL1	RPA	31097	SCL1			
RPA	31041	SCL1	RPA	31098	SCL1			
RPA	31042	SCL1	RPA	31099	SCL1			
RPA	31043	SCL1	RPA	37834	SCL1			
RPA	31044	SCL1	RPA	37836	SCL1			
RPA	31045	SCL1	RPA	37845	SCL1			
RPA	31046	SCL1	RPA	37846	SCL1			
RPA	31047	SCL1	RPA	37849	SCL1			
RPA	31048	SCL1	RPA	37850	SCL1			
RPA	31049	SCL1	RPA	37829	SCL1			
RPA	31050	SCL1	RPA	37882	SCL1			
RPA	31051	SCL1	RPA	37887	SCL1			
RPA	31052	SCL1	RPA	37896	SCL1			
RPA	31053	SCL1	RPA	37897	SCL1			
RPA	31054	SCL1	RPA	37898	SCL1			
RPA	31056	SCL1	RPA	37901	SCL1			

TOTAL = 147 Boxcars

EXHIBIT C

Thirteen (13) boxcars bearing reporting marks as follows:

MPA-37830  
MPA-37844  
MPA-37848  
MPA-37880  
MPA-37893  
MPA-37914  
MPA-37921  
MPA-37923  
MPA-39967  
MPA-39982  
MPA-39990  
MPA-39992  
MPA-39993

TOTAL = 13 Cars